

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person * Mackay Bart P | | | 2. Issuer Name and Ticker or Trading Symbol CV Sciences, Inc. [CANV] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Member 10% holding group | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2014 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| 6325 S. JONES BLVD. #500 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) 08/25/2015 | | | | | |
| (Street) | | | | | | | | |
| LAS VEGAS, NV 89118 | | | | | | | | |
| (City) | | | (State) | | | (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|-----|---|------------|-------|---|--|---|---|-------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | | | |
| Common Stock | 10/01/2014 | | A | | 25,000 | (1) | A | \$ 0 | (1) | 25,000 | D | |
| Common Stock | 03/16/2015 | | A | | 25,000 | (2) | A | \$ 0 | (2) | 50,000 | D | |
| Common Stock | 07/17/2015 | | J | (3) | 7,575,836 | | D | \$ 0.4197 | (3) | 2,424,164 | D | (4) |
| Common Stock | | | | | | | | | | 5,463,162 | D | (5) |
| Common Stock | | | | | | | | | | 1,212,082 | I | See footnote (6) |
| Common Stock | | | | | | | | | | 1,212,082 | I | See footnote (7) |
| Common Stock | | | | | | | | | | 618,564 | D | (8) |
| Common Stock | | | | | | | | | | 7,808,452 | I | See footnote (9) |
| Common Stock | | | | | | | | | | 8,505,890 | I | See footnote (10) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Mackay Bart P 6325 S. JONES BLVD. #500 LAS VEGAS, NV 89118 | X | | | Member 10% holding group |
| Roen Ventures LLC 6325 S. JONES BLVD. #500 LAS VEGAS, NV 89118 | | | | Member 10% holding group |
| Mai Dun Ltd LLC 6325 S. JONES BLVD. #500 LAS VEGAS, NV 89118 | | | | Member 10% holding group |
| Mercia Holdings LLC 6325 S. JONES BLVD. #500 LAS VEGAS, NV 89118 | | | | Member 10% holding group |
| Mackay Ventures LLC 6325 S. JONES BLVD. #500 LAS VEGAS, NV 89118 | | | | Member 10% holding group |

Signatures

| | | |
|---|--|---------------------|
| /s/ Bart P. Mackay | | 04/11/2016 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |
| /s/ Bart Mackay, Sole Manager of Roen Ventures LLC | | 04/11/2016 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |
| /s/ Bart Mackay, Sole Manager of Mai Dun Limited, LLC | | 04/11/2016 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |
| /s/ Bart Mackay, Sole Manager of Mercia Holdings LLC | | 04/11/2016 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |
| /s/ Bart Mackay, Manager of Mackay Ventures LLC | | 04/11/2016 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares were issued pursuant to that certain Stock Award Agreement, dated as of October 1, 2014, by and between Bart Mackay ("Mr. Mackay") and the Issuer under the Issuer's Amended and Restated 2013 Equity Incentive Plan. The consideration for the grant of the shares was service on the Issuer's Board of Directors by Mr. Mackay through October 1, 2014, valued at \$70,500, as of October 1, 2014.

The shares were issued pursuant to that certain Stock Award Agreement, dated as of March 16, 2015, by and between Mr. Mackay and the Issuer under the Issuer's Amended and Restated 2013 Equity Incentive Plan. The consideration for the grant of the shares was service on the Issuer's Board of Directors by Mr. Mackay from November 26, 2013 through November 26, 2014, valued at \$69,500, as of March 16, 2015.

As previously reported by the Issuer in that certain Current Report on Form 8-K filed with the SEC on July 20, 2015, on July 17, 2015, Roen Ventures LLC ("Roen Ventures") transferred and assigned 7,575,836 shares of the Issuer's common stock to James J. Mahoney and Cross & Company in satisfaction of certain defaulted debt obligations of Roen Ventures in the aggregate amount of \$3,179,952.30. No consideration was paid for the transfer of the shares.

The securities are directly owned by Roen Ventures, who is a member of a "group" with Mai Dun Limited LLC ("Mai Dun"), Mercia Holdings LLC ("Mercia"), Mackay Ventures LLC ("Mackay Ventures") and Mr. Mackay for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act"). Mai Dun and Mercia are the sole members of Roen Ventures. Mr. Mackay is the sole manager of Roen Ventures, and may be deemed to possess sole voting and investment control over the securities held by Roen Ventures, and may be deemed to have direct beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

The securities are directly owned by Mai Dun, who is a member of a "group" with Roen Ventures, Mercia, Mackay Ventures and Mr. Mackay for purposes of Section 13(d) of the Exchange Act. Mackay Ventures, which is solely owned by Mr. Mackay, owns a 99% interest in each of Mai Dun and Mercia, and Mr. Mackay owns the remaining 1% interest in each of Mai Dun and Mercia. Mr. Mackay is deemed to possess shared voting and investment control over the securities held by Mai Dun, and may be deemed to have direct beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Represents Mai Dun's 50% ownership interest in the securities held by Roen Ventures. Mr. Mackay is deemed to possess shared voting and investment control over the securities held by Mai Dun, and may be deemed to have direct beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- Represents Mercia's 50% ownership interest in the securities held by Roen Ventures. Mercia does not own any securities of the Issuer directly. Mackay Ventures, which is solely owned by Mr. Mackay, owns a 99% interest in each of Mai Dun and Mercia, and Mr. Mackay owns the remaining 1% interest in each of Mai Dun and Mercia. Mr. Mackay is deemed to possess shared voting and investment control over the securities held by Mercia, and may be deemed to have direct beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (7) The securities are directly owned by Mackay Ventures, who is a member of a "group" with Roen Ventures, Mai Dun, Mercia and Mr. Mackay for purposes of Section 13(d) of the Exchange Act. Mr. Mackay is the sole member and manager of Mackay Ventures, and may be deemed to possess sole voting and investment control over the securities held by Mackay Ventures, and may be deemed to have direct beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (8) Represents Mackay Ventures' 99% ownership interest in the securities held by each of Mai Dun and Mercia. Mr. Mackay is the sole member and manager of Mackay Ventures, and may be deemed to possess sole voting and investment control over the securities held by Mackay Ventures, and may be deemed to have direct beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (9) Represents Mr. Mackay's ownership interest in the securities held by each of Roen Ventures, Mai Dun, Mercia and Mackay Ventures. Mai Dun and Mercia each own a 50% interest in Roen Ventures. Mackay Ventures, which is solely owned by Mr. Mackay, owns a 99% interest in each of Mai Dun and Mercia, and Mr. Mackay owns the remaining 1% interest in each of Mai Dun and Mercia. Mr. Mackay is deemed to have shared voting and investment control over the securities held by each of Roen Ventures, Mai Dun, Mercia and Mackay Ventures, and may be deemed to have direct beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.